

**BYLAWS
OF
GREAT PARK MASTER DEVELOPMENT CORPORATION**
a California Nonprofit Public Benefit Corporation

**ARTICLE I
NAME**

The name of this corporation shall be the GREAT PARK MASTER DEVELOPMENT CORPORATION.

**ARTICLE II
OFFICES**

Section 1. Principal Office. The principal office for the transaction of the business of the corporation (“principal executive office”) is located at _____ State of California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE III
PURPOSES AND OBJECTIVES**

Section 1. Specific Purpose. The specific and primary purpose of this corporation is to receive, develop, and operate property and improvements located in the City of Irvine and within the boundaries of the former United States Marine Corp Air Station El Toro, for public park, recreation, exposition and open space purposes as the “Orange County Great Park” project for the benefit of the residents of the City of Irvine, and others. This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2. General Purposes. The general purposes of this corporation are the following:

- (a) to receive, hold, and disburse gifts, bequests, devises, and other funds to advance the specific and primary purpose of this corporation;
- (b) to own, lease, and maintain suitable real and personal property which is deemed necessary to accomplish the specific and primary purpose of this corporation; and
- (c) to enter into, make, and perform, and carry out contracts which are deemed necessary to accomplish the specific and primary purpose of this corporation.

ARTICLE IV NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes and objectives described above.

ARTICLE V DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member hereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to the City of Irvine provided that it is then an organization described in Section 170(c)(1) of the Code or the corresponding provision of any future United States internal revenue law; and if not, such assets shall be distributed to a nonprofit fund, foundation or corporation designated by the board of directors which is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

ARTICLE VI MEMBERS

Section 1. Directors as Members. This corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board of directors, as authorized by Section 5310 of the California Nonprofit Corporation Law.

Section 2. Meetings. There shall be no meetings of members as such. The persons constituting the board of directors may, at any given time and from time to time, act in their capacity as members pursuant to Section 1 of this Article VI, at meetings of the board of directors held as provided in Section 5 of Article VII of these Bylaws.

ARTICLE VII DIRECTORS

Section 1. Powers.

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these Bylaws, the business and affairs of this corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors; provided, however, that in order to preserve the nonprofit, exempt-from-income-tax status of this corporation, neither the board nor any member thereof shall do any act, or authorize or suffer the doing of any act by an officer or employee of this corporation, on behalf of the corporation, which is inconsistent with the articles or these Bylaws or the nonprofit purpose of this corporation. Any such act or acts shall be null and void.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of this corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these Bylaws; and fix their compensation.

(ii) Change the principal office in Irvine, California, from one location to another; and designate any place within Irvine, California, for the holding of any meeting or meetings.

(iii) Adopt, make, and use a corporate seal; and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of this corporation and cause to be executed and delivered for this corporation's purposes and objectives, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number and Qualification of Directors.

(a) Authorized Number and Qualifications. The number of directors shall be seven (7), two (2) of whom shall be officers or employees of the City of Irvine designated by the City Council of the City of Irvine and subject to removal and replacement by the City Council of the City of Irvine at any time (hereinafter referred to as "City-Directors").

(b) Restriction on Interested Persons as Directors. Not more than forty-nine percent (49%) of the persons serving on the board of directors at any time may be interested persons. An interested person is (i) any person being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as

a full-time or part-time employee, independent contractor, or otherwise; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by this corporation.

Section 3. Designation and Term of Office of Independent Directors.

(a) All directors other than the City-Directors (“Independent Directors”) shall be initially designated by the City Council of the City of Irvine. Each Independent Director shall hold office until a successor has been elected and qualified.

(b) The City Council of the City of Irvine shall initially designate three persons as Independent Directors to serve an initial four-year term, and two persons as Independent Directors to serve an initial five-year term. After the completion of the initial terms of office, each Independent Director’s term of office shall be four years. There shall be no limit on the number of terms that an Independent Director may have on the board of directors.

Section 4. Vacancies on Board.

(a) Events Causing Vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Independent Director, (ii) the declaration by resolution of the board of directors of a vacancy of the office of Independent Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached any duty under Article 3 of Chapter 2 of the California Nonprofit Corporation Law, (iii) the vote of a majority of all the directors of the corporation to remove an Independent Director; provided, however, that the City-Directors may be removed only by the City Council of the City of Irvine, (iv) the expiration of the term of an Independent Director who is not re-elected to a subsequent term of office, (v) the increase of the authorized number of directors, or (vi) the failure of the directors, at any meeting of directors at which any Independent Director or Directors are to be elected, to elect the number of Independent Directors to be elected at such meeting.

(b) Resignations. Except as provided in this paragraph, any Independent Director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the board. The resignation shall be effective when notice is given unless the notice specifies a later time for the resignation to become effective.

(c) Filling Vacancies. Vacancies in the office of Independent Director may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, except that a City-Director vacancy may be filled only by the City Council of the City of Irvine. Each Independent Director so designated or elected shall hold office until a successor has been elected and qualified.

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any Independent Director before that Director's term of office expires.

Section 5. Directors' Meetings.

(a) Place of Meetings. Meetings of the board of directors may be held at any place within the State of California that has been designated from time to time by resolution of the board or in the notice of the meeting. In the absence of such designation, meetings shall be held at the principal office of this corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

(b) Meetings by Telephone. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

(c) Annual Meeting. The annual meeting of the board of directors shall be held each year on a date and at a time designated by the board of directors. The date so designated shall be within fifteen (15) months after the last annual meeting. At each annual meeting directors subject to election shall be elected, officers shall be elected and any other proper business may be transacted.

(d) Other Regular Meetings. Other regular meetings of the board of directors may be held without notice at such time and place as shall from time to time be fixed by the board of directors.

(e) Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called at any time by the chairman of the board, if any, the president or any vice president, or the secretary or any two (2) directors.

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of this corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally or by telephone or telegram, it shall be delivered personally or by telephone or to the telegraph company at least forty-eight (48) hours before the time of the holding of the meeting. The notice shall state the time of the meeting, and the place of the meeting if other than the principal office of this corporation. It need not

specify the purpose of the meeting nor the place if the meeting is to be held at the principal office of this corporation.

(f) Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the more stringent provisions of the articles of incorporation and the California Nonprofit Corporation Law, including, without limitation, those provisions in the articles of incorporation relating to (i) the investment and management of the funds of this corporation, (ii) the veto power over expenditures vested in the City-Directors, and those provisions of the California Nonprofit Corporation Law relating to a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, b) appointment of committees, and c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

(g) Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the directors not present or who though present has prior to the meeting or at its commencement protested the lack of proper notice to him, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(h) Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

(i) Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting in the manner specified in paragraph (e) of this Article VII to the directors who were not present at the time of the adjournment.

(j) Open Meeting Law Compliance. Notwithstanding any other provision of these Bylaws, including but not limited to this Section 5 and Section 6 of Article VII, the corporation shall be subject to, and comply with, all of the provisions of the Ralph M. Brown Act, California Government Code Section 54950, *et seq.* (“Brown Act”); and the board of directors shall be deemed to be a “legislative body” as defined by the Brown Act.

Section 6. Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written

consent or consents shall be filed with the minutes of the proceedings of the board. For purposes of this motion only, “all members of the board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Corporation Law.

Section 7. Compensation. Directors shall receive no compensation for their services.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of this corporation shall be a president, a secretary, and a chief financial officer. This corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, a treasurer, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. If there is a treasurer, he shall be the chief financial officer unless some other person is so appointed by the board of directors. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the chairman of the board.

Section 2. Election of Officers. The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VIII, shall be elected by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers. The board of directors may appoint, and may authorize the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the board of directors.

Section 4. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in case of an officer elected by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the board of directors. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular election to that office.

Section 7. Chairman of the Board. If such an officer be elected, the chairman of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the Bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 8 of this Article.

Section 8. President. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, the president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. In the absence of the chairman of the board, or if there be none, the president shall preside at all meetings of the board of directors. The president shall have such other powers and duties as may be prescribed by the board of directors or the Bylaws. The president shall be the chief executive officer of the corporation unless the chairman of the board, if any, is so designated.

Section 9. Vice President. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or Bylaws and the chairman of the board.

Section 10. Secretary. The secretary shall attend to the following:

(a) **Book of Minutes.** The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of directors present or represented at directors' meetings, and the proceedings of such meetings.

(b) **Notices, Seal and Other Duties.** The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by the Bylaws or by law to be given. The secretary shall keep the seal of the corporation in safe custody. The secretary shall have other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.

Section 11. Chief Financial Officer.

(a) **Books of Account.** The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this corporation. The chief financial officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables. The chief financial officer shall deposit all money and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the board of directors and the chief financial officer shall disburse the funds of this corporation as may be ordered by the board of directors. The chief financial officer shall render to the president and directors, whenever they request it, an account of all transactions effected by the chief financial officer and of the financial condition of this corporation. The chief financial officer shall have such other powers and perform such other duties as may be prescribed by the board of directors or the Bylaws.

(c) Bond. If required by the board of directors, the chief financial officer shall give this corporation a bond in the amount and with the surety or sureties specified by the board of directors for faithful performance of the duties of such office and for restoration to this corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under control of the chief financial officer on such officer's death, resignation, retirement, or removal from office.

ARTICLE IX INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify any present or former director, officer, employee or other "agent" of the corporation, as that term is defined in Section 5238 of the California Nonprofit Corporation Law, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 5238(b) or 5238(c) of the California Corporations Code in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or

on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its board and committees of the board.

Section 2. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 3. Annual Report. The corporation shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Section 4 below.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than Twenty-Five Thousand Dollars (\$25,000.00) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

Section 4. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

(a) Any transaction (i) in which the corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than Fifty Thousand Dollars (\$50,000.00), or was one of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00). For this purpose, an "interested person" is either of the following:

(i) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the corporation under Article IX of these Bylaws, unless that indemnification has already been approved by the directors under Section 5238(e) (2) of the California Corporations Code.

ARTICLE XI COMPLIANCE WITH CONFLICT OF INTEREST LAWS

Notwithstanding any other provision of these Bylaws, the corporation shall be subject to, and comply with, all of the provisions of the Political Reform Act of 1976, as amended, Government Code Section 81000, *et seq.*, ("PRA"). The corporation shall be deemed to be an "agency," and each director and officer shall be deemed to be a "designated employee," as defined in the PRA. Each director and officer shall be subject to the conflict of interest reporting and disqualification requirements of the PRA. The board of directors shall adopt, periodically review, and, if necessary, amend, a "conflict of interest code" as such term is defined in the PRA.

ARTICLE XII
GENERAL CORPORATE MATTERS

Section 1. Fiscal Year. The fiscal year of this corporation shall commence on July 1 and conclude on the immediately following June 30.

Section 2. Budget. Prior to the commencement of each fiscal year of this corporation, the board of directors shall adopt a budget setting forth the estimated capital, operating and other expenditures required in connection with, and estimated receipts from, the activities of the corporation for such fiscal year; provided, however, that during its first fiscal year, the board of directors shall adopt a budget for that initial year within four months of the first meeting of the board of directors. No budget shall be deemed adopted by the board of directors unless both City-Directors approve such budget. No expenditure may be made or obligation incurred which, when added to any other expenditure for the fiscal year of the corporation, exceeds the budget for that fiscal year by more than \$5,000.00 or any line item specified in the budget by more than five percent (5%), without the prior written approval of both City-Directors.

Section 3. Investment Policy; Money Manager. The board of directors shall adopt and annually review and, if necessary, amend an investment policy for the corporation. Neither the investment policy nor any amendment thereof shall be deemed adopted by the board of directors unless the City-Directors approve such investment policy or amendment. The board of directors shall engage a reputable money management firm to manage and invest the idle funds of the corporation in accordance with such investment policy. Such engagement shall require the approval of both the City-Directors.

Section 4. Checks, Drafts, Evidence of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to this corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the board of directors. Such resolution shall require the approval of both the City Directors.

Section 5. Corporate Contracts and Instruments; How Executed. The board of directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 6. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XIII
AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed with the prior written consent of both City-Directors and by approval of a majority of the board of directors.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of:

GREAT PARK MASTER DEVELOPMENT CORPORATION
a California Nonprofit Public Benefit Corporation

2. That the foregoing Bylaws, comprising thirteen (13) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors of the Corporation held on _____.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of _____, 2003.

BYLAWS

OF

GREAT PARK MASTER DEVELOPMENT CORPORATION
a California Nonprofit Public Benefit Corporation

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